

RECORDATION NO. 26181 FILED

FEB 06 '06

2-59 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.

SUITE 301
WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

February 6, 2006

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of November 30, 2005, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: NARCAT LLC
Suite R
480 West Dussel Drive
Maumee, Ohio 43537

Lessee: Oglebay Norton Industrial Sands, Inc.
1000 Oglebay Norton Drive
Brady, Texas 76825-0429

Mr. Vernon A. Williams
February 6, 2006
Page 2

A description of the railroad equipment covered by the enclosed document
is:

3 covered hopper cars: RMGX 005100 - RMGX 005102

A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$33.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the
undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', followed by a horizontal line.

Robert W. Alvord

RWA/anm
Enclosures

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE

WITNESSETH

This Memorandum of Lease is entered into as of the 30th day of November, 2005, by and between NARCAT LLC, a Delaware limited liability company, having its principal place of business at Suite R, 480 W. Dussel Drive, Maumee, OH 43537 (hereinafter "Lessor") and Oglebay Norton Industrial Sands, Inc., a Delaware corporation, having its principal place of business at P.O. Box 429, 1000 Oglebay Norton Drive, Brady, Texas 76825-0429 (hereinafter "Lessee").

1. Lessor and Lessee are parties to that certain Full Service Lease Agreement dated effective as of December 1, 2005 (the "Master Lease"), and Rider Deal #C00819 dated effective as of December 1, 2005, 2005 (the "Schedule"), whereby Lessor leases to Lessee three (3) railcars bearing railroad reporting marks as noted on attached Exhibit "A."
2. The parties desire to execute this Memorandum for purposes of memorializing of record the Master Lease and Schedule contemplated hereby.
3. This Memorandum of Lease may be executed in any number of counterparts, each executed counterpart constituting an original but altogether only one and the same Memorandum of Lease.

[Signature Pages to Follow]

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease as of the day and year first written above.

LESSEE:

GLEBAY NORTON INDUSTRIAL SANDS, INC.

By:

Printed

Name:

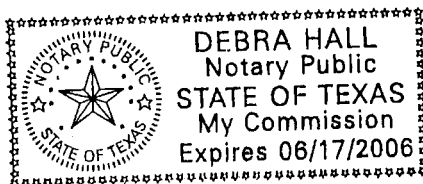
Title:

Date:

STATE OF

COUNTY OF

The foregoing instrument was acknowledged before me this 14 day of November 2005, by Ron Jordan, the Executive Manager of Oglebay Norton Industrial Sands, Inc., a Delaware corporation, on behalf of the corporation.



Debra Hall
Notary Public

Lessor:

NARCAT LLC

By: Rasesh H. Shah

Printed

Name: Rasesh H. Shah

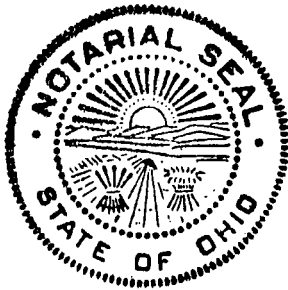
Title: Manager

Date: 11/30/05

STATE OF OHIO)

COUNTY OF LUCAS) SS:

The foregoing instrument was acknowledged before me this 30th day of November, 2005, by Rasesh H. Shah, the Manager of NARCAT LLC, a Delaware limited liability company, on behalf of the company.



Julie Ann Dibble
Notary Public

JULIE ANN DIBBLE
Notary Public, State of Ohio
My Commission Expires 08-20-2010

EXHIBIT "A"	
Three (3) Covered Hoppers Deal #C00819	
1	RMGX005100
2	RMGX005101
3	RMGX005102

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: February 6, 2006



Robert W. Alvord